

Huntsman CORP
Form 8-K
May 04, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **May 3, 2018**

Huntsman Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-32427
(Commission
File Number)

42-1648585
(IRS Employer
Identification No.)

10003 Woodloch Forest Drive
The Woodlands, Texas
(Address of principal executive offices)

77380
(Zip Code)

Registrant's telephone number, including area code:

(281) 719-6000

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Not applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On May 3, 2018, Alvin V. Shoemaker retired from the Board of Directors (the Board) of Huntsman Corporation (the Company) following the conclusion of the Company's 2018 Annual Meeting of Stockholders (the Annual Meeting).

In connection with Mr. Shoemaker's retirement, the Board appointed Wayne A. Reaud to serve as the Chair of the Compensation Committee of the Board.

Item 5.07 Submission of Matters to a Vote of Security Holders

(a) The Annual Meeting was held on May 3, 2018.

(b) The Company's stockholders voted on the following four proposals (each described in detail in the Company's definitive proxy statement filed with the Securities and Exchange Commission on March 22, 2018) at the Annual Meeting and cast their votes as follows:

Proposal 1 The seven nominees named below were elected to serve as directors of the Board, to serve until the Company's 2019 Annual Meeting of Stockholders, and the voting results were as follows:

| Directors | For | Withheld | Broker Non-Votes |
|------------------------|-------------|-----------|------------------|
| Peter R. Huntsman | 186,564,544 | 3,767,538 | 28,018,052 |
| Nolan D. Archibald | 181,282,734 | 9,049,348 | 28,018,052 |
| Mary C. Beckerle | 184,958,461 | 5,373,621 | 28,018,052 |
| M. Anthony Burns | 185,117,879 | 5,214,203 | 28,018,052 |
| Daniele Ferrari | 187,260,320 | 3,071,762 | 28,018,052 |
| Sir Robert J. Margetts | 184,483,032 | 5,849,050 | 28,018,052 |
| Wayne A. Reaud | 184,780,205 | 5,551,877 | 28,018,052 |

Proposal 2 The non-binding advisory vote to approve the compensation of the Company's named executive officers was approved as set forth below.

| For | Against | Abstain | Broker Non-Votes |
|-------------|------------|---------|------------------|
| 173,248,296 | 16,900,138 | 183,648 | 28,018,052 |

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Proposal 3 The appointment of Deloitte & Touche LLP as the independent registered public accounting firm of the Company for the year ending December 31, 2018 was ratified, and the voting results were as follows.

| For | Against | Abstain |
|-------------|----------------|----------------|
| 208,912,273 | 9,223,130 | 214,731 |

Proposal 4 The stockholder proposal regarding special meetings of stockholders was defeated by the votes set forth below.

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 72,142,963 | 117,652,103 | 537,016 | 28,018,052 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HUNTSMAN CORPORATION

/s/ DAVID M. STRYKER

Executive Vice President, General Counsel and Secretary

Dated: May 4, 2018